

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11
GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
Debtors.)	Jointly Administered

**ORDER GRANTING MOTION OF MANUFACTURERS
AND TRADERS TRUST COMPANY FOR ENTRY OF
ORDER GRANTING RELIEF FROM THE AUTOMATIC STAY**

Upon the motion (the "Motion") of Manufacturers and Traders Trust Company ("M&T Bank")¹ for entry of an order pursuant to sections 105, 361, and 362(d) of the Bankruptcy Code and Bankruptcy Rule 4001, granting M&T Bank relief from the automatic stay with respect to the Vehicles; or in the alternative (i) granting M&T Bank adequate protection of its interest in the Vehicles, or (ii) the turnover of the Vehicles to M&T Bank, all as more fully set forth in the Motion; and it appearing that the Court has jurisdiction over this matter; and it appearing that notice of the Motion as set forth therein is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that a hearing with respect to the Motion was held before the Court on June 30, 2009 at which time the Court considered the Motion, the exhibits thereto, the papers filed in the above-captioned case, the evidence adduced at such hearing, and the arguments advanced by counsel at the hearing; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the automatic stay pursuant to section 362 of the Bankruptcy Code as against M&T Bank with respect to the Vehicles is hereby vacated; and it is further

ORDERED, that M&T Bank is hereby is authorized to pursue its rights and remedies with respect to the Vehicles under applicable state law; and it is further

¹ All defined terms herein, unless otherwise defined, shall have the defined terms ascribed to them in the Motion.

ORDERED, that the ten day stay of this Order granting relief from the stay pursuant to Rule 4001(a)(3) is hereby waived, and the Order is deemed effective as of this date; and it is further

ORDERED, that in the event this matter shall be converted to any other chapter under the Bankruptcy Code, that a new stay shall not be imposed against M&T Bank its successors and/or assigns, merely by such a conversion.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE